

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

IN RE ALTA MESA RESOURCES, INC.  
SECURITIES LITIGATION

Case No. 4:19-cv-00957

Judge George C. Hanks, Jr.

ORAL ARGUMENT REQUESTED

**DEFENDANTS' UNOPPOSED MOTION TO FILE UNDER SEAL  
DEFENDANTS' *DAUBERT* MOTIONS, ACCOMPANYING  
APPENDICES OF EXHIBITS, AND PROPOSED ORDERS IN SUPPORT OF  
SAME**

Pursuant to Rule 6 of the Administrative Procedures for Electronic Filing in Civil and Criminal Cases, Section C(7) of the Court's Procedures, and the Parties' Stipulation and Protective Order (ECF Nos. 174, 190), Defendants Alta Mesa Resources, Inc., Harlan H. Chappelle, Stephen S. Coats, Michael E. Ellis, Pierre F. Lapeyre Jr., David M. Leuschen, Donald R. Sinclair, Ronald J. Smith, Jeffrey H. Teppner, Thomas J. Walker, and Diana J. Walters (together, "Defendants") hereby request leave of Court to file under seal the unredacted versions of the following: 1) Defendants' Motion to Exclude Certain Opinions of Class Plaintiffs' Expert Taylor Kirkland Under Rule 702 with accompanying Exhibits 1-3; 2) Defendants' Motion to Exclude Certain Opinions of Class Plaintiffs' Expert James Johnson Under Rule 702 with accompanying Exhibits 1-2; 3) Defendants' Motion to Exclude Class Plaintiffs' Accounting Expert D. Paul Regan Under Rule 702 with

accompanying Exhibits 1-16; 4) Defendants’ Motion to Exclude Class Plaintiffs’ Expert Witness Professor Adam Badawi with accompanying Exhibits 1-13; 5) Defendants’ Motion to Exclude Certain Opinions of Class Plaintiffs’ Expert Harold McGowen III Under Rule 702 with accompanying Exhibits 1-2; 6) Defendants’ Motion to Exclude Certain Opinions of Expert Witnesses Professor Steven P. Feinstein and Dr. Zachary Nye with accompanying Exhibits 1-4.

### **BACKGROUND**

On June 1, 2021, the parties filed a Stipulation and Protective Order, which the Court approved on August 17, 2021 (the “Protective Order”) (ECF Nos. 174, 190). The Protective Order allows the parties to designate certain sensitive materials as “Confidential” or “Confidential – Attorney’s Eyes Only.” ECF No. 190 at ¶¶ 4-9. If a party later files a document that it has designated “Confidential” or “Confidential – Attorney’s Eyes Only,” the party must file a motion to file under seal pursuant to the Court’s procedures the Protective Order. *Id.* ¶ 24.

When a party files designated materials under seal (as required by Paragraph 24 of the Protective Order), the parties must “meet-and-confer” before, or within five (5) business days of, the filing “to discuss whether any or all of the documents require being submitted under seal, or should remain under seal.” *Id.* ¶¶ 14, 24. If the parties “are unable to reach agreement, the party objecting to the filing under seal may file a motion to unseal.” *Id.* ¶ 14.

Pursuant to the Protective Order, counsel for defendants notified all parties on December 21, 2023 of their intent to file their *Daubert* motions and accompanying exhibits

under seal and listed the specific documents to be filed under seal in the attached Appendix. Class Plaintiffs responded that they do not object to the Motion to Seal but reserve the right to move to unseal. No parties oppose the motion.

The summary judgment and/or *Daubert* motion deadline in this matter is December 22, 2023 (ECF No. 376).

### **ARGUMENT**

This Court maintains “supervisory power” over its own docket and should act to deny public access to documents “where court files might ... become a vehicle for improper purposes.” *SEC v. Van Waeyenberghe*, 990 F.2d 845, 848 (5th Cir. 1993) (quoting *Nixon v. Warner Commc’ns, Inc.*, 435 U.S. 589, 598 (1978)). Courts routinely seal the sensitive business and financial information of parties, recognizing that such information is subject to use for “improper purposes.” *See Udoewa v. Plus4 Credit Union*, 754 F. Supp. 2d 850, 884 (S.D. Tex. 2010) (granting a motion to seal where “[t]he excerpts from the [documents] at issue contain extensive financial information of a sort that is often kept confidential”) (citing *Cooper Tire & Rubber Co. v. Farese*, No. 3:02CV210, 2009 WL 514071, at \*1 (N.D. Miss. Feb. 27, 2009) (sealing “sensitive financial documents”)).

### **CONCLUSION**

Pursuant to Paragraph 24 of the Protective Order, the Protected Materials “must be filed under seal on CM/ECF.” Protective Order at ¶ 24. Defendants therefore request that the Court grant this unopposed Motion to Seal and order the Protected Materials to remain sealed.

**APPENDIX OF MATERIALS TO BE SEALED**

| <b>Ex. No.</b> | <b>Description</b>   |
|----------------|--|
|                | <i>Defendants' Motion to Exclude Certain Opinions of Class Plaintiffs' Expert Taylor Kirkland Under Rule 702</i> |
| 1              | Expert Report of Taylor Kirkland dated August 31, 2023   |
| 2              | Excerpts of the Deposition of Taylor Kirkland taken November 13, 2023  |
| 3              | Rebuttal Report of Taylor Kirkland dated October 19, 2023  |

| <b>Ex. No.</b> | <b>Description</b>   |
|----------------|--|
|                | <i>Defendants' Motion to Exclude Certain Opinions of Class Plaintiffs' Expert James Johnson Under Rule 702</i> |
| 1              | Expert Report of James C. Johnson dated August 31, 2023  |
| 2              | Excerpts of the Deposition of James C. Johnson taken November 17, 2023   |

| <b>Ex. No.</b> | <b>Description</b>  |
|----------------|---|
|                | <i>Defendants' Motion to Exclude Class Plaintiffs' Accounting Expert D. Paul Regan Under Rule 702</i>         |
| 1              | Expert Report of D. Paul Regan, CPA/CFF dated August 31, 2023   |
| 2              | Excerpts of the Deposition of D. Paul Regan taken November 2, 2023  |
| 3              | Excerpts of the Deposition of John Campbell taken June 23, 2023   |
| 4              | Excerpts of the Deposition of Mark Castiglione taken July 7, 2023   |
| 5              | Excerpts of the Deposition of Tamara Sheils taken May 11, 2023  |
| 6              | Plaintiffs' Objections and Responses to Defendants' First Set of Requests for Admission dated August 30, 2023 |
| 7              | August 16, 2017 KFM Contribution Agreement (and August 16, 2017 AMH Contribution Agreement)                   |
| 8              | April 19, 2023 Deposition of Harlan Chappelle taken April 19, 2023  |

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|----|---|
| 9  | Excerpts of the Deposition of Michael Christopher taken June 6, 2023  |
| 10 | November 11, 2018 Email from Mike Stein to Ronald Smith attaching draft memo (AMR_SDTX00708225 – AMR_SDTX00708234)  |
| 11 | Excerpts of the Deposition of Ronald Smith taken March 24, 2023   |
| 12 | August 13, 2018 Weaver Presentation entitled: Sarbanes-Oxley Compliance (Walters_SDTX0002726 - Walters_SDTX0002731)   |
| 13 | November 13, 2018 Weaver Presentation entitled: Sarbanes-Oxley Compliance Project (CP-210)  |
| 14 | Alta Mesa Resources, Inc.'s 2018 Form 10-K (CP-757)   |
| 15 | Excerpts of the Deposition of Randy Limbacher taken May 25, 2023  |
| 16 | July 18, 2023 Plaintiffs Chart of Alleged Misstatements attached as Exhibit A to Second Supplemental Responses and Objections to the Propounding Defendants' First Set of Interrogatories |

| <b>Ex. No.</b> | <b>Description</b>   |
|----------------|--|
|                | <i>Defendants' Motion to Exclude Class Plaintiffs' Expert Witness Professor Adam Badawi</i>                                  |
| 1              | Adam Badawi's Supplemental Rebuttal to the Opinions Offered By Charles Whitehead and Steven J. Pully dated November 10, 2023 |
| 2              | Excerpts of the Deposition of Adam Badawi dated November 16, 2023  |
| 3              | Appendix-1 to Adam Badawi's Rebuttal to the Opinions Offered By Charles Whitehead and Steven J. Pully dated August 31, 2023  |
| 4              | Appendix C to the Expert Report of Professor Charles Whitehead dated August 31, 2023   |
| 5              | Excerpts of the Deposition of William Gutermuth dated May 9, 2023  |
| 6              | Excerpts of the Deposition of Jeffrey Tepper dated April 11, 2023  |
| 7              | Excerpts of the Deposition of Diana Walters dated April 14, 2023   |
| 8              | July 19, 2017 TPH Presentation entitled Amberjack Discussion Materials (DEF-123)   |

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|----|--|
| 9  | August 13, 2017 Email from Hal Chappelle to Michael McCabe re: Reduced Rig Case Model (CP-190, AMR_SDTX01144946 - AMR_SDTX01144953)            |
| 10 | Excerpts of the Deposition of Harlan Chappelle dated April 19, 2023  |
| 11 | August 13, 2017 Email from Hal Chappelle to Stephen Trauber re: 2018E guidance discussion (CP-389, AMR_SDTX00860179)                           |
| 12 | Excerpts of the Deposition of James Hackett dated April 27, 2023   |
| 13 | Excerpts of Defendant James T. Hackett's Amended Responses and Objections to Lead Plaintiffs' First Set of Interrogatories dated July 18, 2023 |

| <b>Ex. No.</b> | <b>Description</b>  |
|----------------|---|
|                | <i>Defendants' Motion to Exclude Certain Opinions of Class Plaintiffs' Expert Harold McGowen III Under Rule 702</i> |
| 1              | Excerpts of the Deposition of Harold E. McGowen III dated November 13, 2023   |
| 2              | Expert Report of Harold E. McGowen III dated August 31, 2023  |

| <b>Ex. No.</b> | <b>Description</b>   |
|----------------|--|
|                | <i>Defendants' Motion to Exclude Certain Opinions of Expert Witnesses Steven P. Feinstein and Zachary Nye Under Rule 702</i> |
| 1              | Report on Loss Causation and Damages by Professor Steven P. Feinstein, Ph.D., CFA dated August 31, 2023                      |
| 2              | Expert Report of Zachary Nye, Ph.D. dated August 31, 2023  |
| 3              | Excerpts of the Deposition of Steven P. Feinstein, Ph.D., CFA taken on November 10, 2023                                     |
| 4              | Excerpts of the Deposition of Zachary Nye, Ph.D. taken on November 14, 2023  |

Dated: December 22, 2023

Respectfully submitted,

By /s/ Heather A. Waller

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**CERTIFICATE OF SERVICE**

I certify that a true and correct copy of the foregoing document was filed with the Clerk of Court using the CM/ECF system, which will send electronic notification of such filing to all counsel of record. Additionally, the foregoing document was served to all counsel of record via secure file transfer.

/s/ Heather A. Waller

Heather A. Waller